

RECORDATION NO. 11400-2
MAR 15 1991 2:42 PM
INTERSTATE COMMERCE COMMISSION

TRINITY INDUSTRIES LEASING COMPANY
2705 State Street
Chicago Heights, Illinois 60411

RECORDATION NO. 11400-2
MAR 15 1991 2:40 PM
INTERSTATE COMMERCE COMMISSION

March 14, 1991

RECORDATION NO. 11400-2
MAR 15 1991 2:40 PM
INTERSTATE COMMERCE COMMISSION
1-074A029
RECORDATION NO. 11400-5
MAR 15 1991 2:40 PM
INTERSTATE COMMERCE COMMISSION
1-074A029

Secretary
Interstate Commerce Commission
Twelfth Street and Constitution Avenue
Washington, D.C. 20423
Attention: Mrs. Mildred Lee, Room 2303

Re: Documents for Recordation

Dear Mrs. Lee:

In accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission (the "ICC") thereunder, enclosed herewith for filing and recordation are (a) three (3) executed originals of an Assignment dated as of March 1, 1991 (to the Equipment Trust Agreement, dated as of January 15, 1980 (the "Trust Agreement") between Trinity Industries Leasing Company (the "Company") and Mercantile National Bank at Dallas (subsequently named MBank Dallas, N.A., subsequently named Deposit Insurance Bridge Bank, N.A. (as assignee of the Federal Deposit Insurance Corporation, as receiver for MBank Dallas, N.A.) now named Bank One, Texas, N.A. (as assignee of certain of the corporate trust assets of Deposit Insurance Bridge Bank, N.A.) (the "Trustee")), as original Trustee between the Company and the Trustee (the "Assignment"), a primary document as defined in the foregoing Rules and Regulations, (b) three (3) executed originals of a Second Supplement to Equipment Trust Agreement dated as of March 1, 1991 (to the Trust Agreement) between the Company and the Trustee (the "Second Supplement"), a secondary document as defined in the foregoing Rules and Regulations and (c) three executed originals of a Bill of Sale dated as of March 1, 1991 (to the Trust Agreement) between the Company and the Trustee (the "Bill of Sale"), a secondary document as defined in the foregoing Rules and Regulations.

The enclosed Assignment, Second Supplement and Bill of Sale relate to the Trust Agreement, which was filed and recorded under Recordation Number 11400 on January 22, 1980, and subsequently supplemented by assignments, bills of sale and supplements under Recordation Numbers 11400-A through 11400-P.

C. Densley

Mrs. Mildred Lee
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The addresses of the parties to the enclosed document are:

Company: Trinity Industries Leasing Company
2705 State Street
Chicago Heights, Illinois 60411
Attention: Treasurer

Trustee: Bankers Trust Company
P.O. Box 318
Church Street Station
New York, New York 10015

A description of the railroad equipment covered by (a) the Assignment is set forth in Exhibit A hereto (b) the Second Supplement is set forth in Exhibit B hereto and (c) the Bill of Sale is set forth in Exhibit C hereto. The foregoing railroad equipment consists solely of rail cars intended for use relating to interstate commerce.

Also enclosed is a check in the amount of \$45.00 to cover the required recordation fees.

You are hereby authorized to deliver stamped copies of the Assignment, Second Supplement and Bill of Sale not needed for your files to the representative of Alvord and Alvord who is delivering this letter and said enclosures to you.

A short summary of the documents to appear in the Commission's Index follows:

Primary Document.

Assignment dated as of March 1, 1991, between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee, covering various railroad cars.

Secondary Document.

Second Supplement to Equipment Trust Agreement dated as of March 1, 1991 between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee, covering various railroad cars (relating to the Equipment Trust Agreement dated as of January 15, 1980, between Trinity Industries Leasing Company and Bankers Trust Company, Assignee of the Federal Deposit Insurance

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Corporation, as Receiver for MBank Dallas, N.A.
(formerly named Mercantile National Bank at
Dallas), as Trustee) covering various railroad
cars.

Bill of Sale dated as of March 1, 1991, between
Trinity Industries Leasing Company and Bankers
Trust Company, as Trustee, covering various
railroad cars.

TRINITY INDUSTRIES LEASING COMPANY

By: Neil O. Shoop
Neil O. Shoop
Treasurer

TRINITY INDUSTRIES LEASING COMPANY

RECORDATION NO. 11400-5 FILED 1425

Equipment Trust, Series 1

MAR 15 1991 2:40 PM

Bill of Sale

INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT, DATED as of the 1st day of March, 1991, between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called "Seller"), and BANKERS TRUST COMPANY, a New York banking corporation, as Trustee (hereinafter called "Buyer"), pursuant to Section 5.06(b)(3) of the Equipment Trust Agreement dated as of January 15, 1980, as from time to time supplemented or amended (as from time to time supplemented or amended, the "Equipment Trust Agreement"), between Seller and Buyer,

W I T N E S S E T H:

In consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to the Buyer the rail cars described in Exhibit A attached hereto and made a part hereof for all purposes.

Seller hereby warrants that it has good and marketable title to the described rail cars and that Seller's title to the described rail cars is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit B, subleases permitted by Section 5.09 of the Equipment Trust Agreement, the Assignment of even date herewith between Seller and Buyer and the rights of Seller under the Equipment Trust Agreement; and Seller further agrees to forever warrant and defend the title to the rail cars described in Exhibit A hereto unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By K. W. Lewis
K. W. Lewis
Senior Vice President

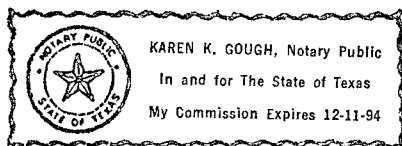
(SEAL)

ATTEST:

Neil O. Shoop
Neil O. Shoop
Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 1st day of March, 1991, before me personally appeared K. W. Lewis to me personally known, who being by me duly sworn, says that he is the Senior vice President of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.





Notary Public

My Commission Expires:

[SEAL]

EXHIBIT A

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons (cu.ft.)</u>	<u>Initialed Car Numbers</u>
6 Tank Cars	111A100W1	17,015 Gal.	TILX 160094-160099

EXHIBIT B
Description of Leases

1. Railroad Car Lease Agreement, dated March 12, 1982, between Trinity Industries Leasing Company and PPG Industries, Inc. covering the following described railroad cars (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	17,015 Gal. 111A100W1 Tank Cars	TILX 160094-160099